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**Alison Lundergan Grimes**  
**Kentucky Secretary of State**

Received and Filed:  
11/21/2012 2:20 PM  
Fee Receipt: \$140.00

# Articles of Incorporation

## Profit Corporation

Pursuant to KRS 14A and KRS 271B, the undersigned applies to qualify and for that purpose submits the following statements:

### Article I

The name of the corporation is:

**FIRST GUARANTY FINANCE, INCORPORATED**

### Article II

The number of shares the corporation is authorized to issue is:

**10,000 SHARES**

### Article III

The street address of the corporation's initial registered office in Kentucky is:

**39 TRIANGLE ST  
P.O. BOX 8  
MARTIN, KY 41649**

and the name of the initial registered agent at that office is:

**J CLINT MARTIN  
39 TRIANGLE ST  
P.O. BOX 8  
MARTIN, KY 41649**

### Article IV

The mailing address of the corporation's principal office is:

**39 TRIANGLE ST  
P.O. BOX 8  
MARTIN, KY 41649**

### Article V

The name and mailing address of the incorporator is as follows:

**J CLINT MARTIN                      P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649**  
**JULIUS C. MARTIN                    P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649**  
**CHARLES D. JOHNSON                P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649**

**GREGORY D. STUMBO** P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649  
**JOE A. BURCHETT** P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649  
**TOMMY N HALL** P.O. BOX 8, 39 TRIANGLE ST, MARTIN, KY 41649

**Article VI**

This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is (Delayed effective date and/or time)

**ARTICLE VII. Limitation of Liability**

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of the director's duties as a director except for liability: [1] for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders; [2] for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; [3] for voting for or assenting to distributions made in violation of the Kentucky Revised Statutes; or [4] for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

<u>J Clint Martin</u>	<u>J Clint Martin</u>	<u>SEC/TREAS</u>	<u>November 21, 2012</u>
Signature of Incorporator (Electronic Signature)	Printed Name	Title	Date

I, J CLINT MARTIN consent to serve as the registered agent on behalf of the corporation.

J CLINT MARTIN  
Print Name of Registered Agent

\_\_\_\_\_  
Signature of Registered Agent Printed Name Title Date